

SECURITIES AND EXCHANGE COMMISSION

FORM N-8A

Initial notification of registration under section 8(a) filed on Form N-8A

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FILER

SCHRODER CAPITAL FUNDS II

CIK: **1029803** | State of Incorporation: **DE**
Type: **N-8A** | Act: **40** | File No.: **811-07993** | Film No.: **96688466**

Business Address
*TWO PORTLAND SQUARE
PORTLAND OR 04101*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-8A

NOTIFICATION OF REGISTRATION FILED PURSUANT TO
SECTION 8(a) OF THE INVESTMENT COMPANY ACT OF 1940

The undersigned investment company hereby notifies the Securities and Exchange Commission that it registers under and pursuant to the provisions of Section 8(a) of the Investment Company Act of 1940 and in connection with such notification of registration submits the following information:

SCHRODER CAPITAL FUNDS II
(Exact Name of Registrant as Specified in its Charter)

Two Portland Square, Portland, Maine 04101
(Address of Principal Business Office)

Registrant's Telephone Number, including Area Code: 207-879-1900

Thomas G. Sheehan, Esq.
Forum Financial Services, Inc.
Two Portland Square, Portland, Maine 04101
(Name and Address of Agent for Service of Process)

Registrant is filing a Registration Statement pursuant to Section 8(b) of the Investment Company Act of 1940 concurrently with the filing of Form N-8A:
YES [X] NO [] .

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has caused this notification of registration to be duly signed on its behalf in the City of New York and the State of New York on the 27th day of December, 1996.

SCHRODER CAPITAL FUNDS II

By:
/s/ Hermann C. Schwab

Chairman

Attest:

/s/ Alexandra Poe

Vice President